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*Attorneys for the Official Committee of Equity Security Holders of
 USA Capital Diversified Trust Deed Fund, LLC*

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725-LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

**DECLARATION OF ROBERT
 WORTHEN IN SUPPORT OF FIRST
 INTERIM FEE APPLICATION OF
 BECKLEY SINGLETON, CHTD.
 FOR THE PERIOD FROM JUNE 9,
 2006 THROUGH JULY 31, 2006**

In re:
 USA SECURITIES, LLC,
 Debtor.

**Hearing Date: September 28, 2006
 Hearing Time: 9:30 a.m.**

Affects:

- ☐ All Debtors
- ☐ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☒ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

1 I, Robert G. Worthen, declare as follows:

2 1. I am over the age of 18, am mentally competent, have knowledge of the facts in this
3 matter, and if called upon to do so, could and would testify.

4 2. I am the duly elected Chair of the Diversified Trust Deed Fund Committee ("DTDF
5 Committee") that was appointed by the Office of the United States Trustee on May 10, 2006. I
6 submit this declaration in support of Beckley's First Interim Fee Application for the Period June 9,
7 2006 through July 31, 2006 (the "First Application"). I have personal knowledge of the facts set
8 forth below and if called to testify I could and would competently testify to such facts.

9 3. Pursuant to the Court's order approving Beckley's application to serve as Nevada
10 counsel to the DTDF Committee in this case, Beckley has performed services for the DTDF
11 Committee since June 9, 2006.

12 4. Beckley has submitted invoices to me, on behalf of the DTDF Committee, for all
13 work performed during the Application Period, copies of which are attached to accompanying
14 Loraditch Declaration as Exhibit 1. On behalf of the DTDF Committee, I have reviewed and
15 approved Beckley's invoices and believe that the amounts sought by Beckley for the Application
16 Period were reasonable and necessary to represent the DTDF Committee in this matter.

17 5. I have reviewed the Application and, on behalf of the DTDF Committee, support
18 approval of the Application in its entirety.

19 Executed this 31st day of August at Las Vegas, Nevada.

20 I declare under penalty of perjury that the foregoing is true and correct.

21
22 /s/ Robert G. Worthen

23
24 _____
25 Robert G. Worthen
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